



RICHMOND LEASING COMPANY

1700 WEST LOOP SOUTH · HOUSTON, TEXAS 77027 · 713-877-8040

RECORDATION NO. 7445-N

JAN 21 1987 11-40 AM

INTERSTATE COMMERCE COMMISSION

January 9, 1987

RECORDATION NO. 7445-S Filed & Recorded

JAN 21 1987 11-40 AM

INTERSTATE COMMERCE COMMISSION

Date 1/21/87
Fee \$ 10.00

ICC Washington, D. C.

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Gentlemen:

In accordance with the provisions of Section 11303 of the Interstate Commerce Act and the Rules and Regulations of the Interstate Commerce Commission thereunder, there is submitted herewith for filing and recordation a Bill of Sale and Assignment and a Release of Equipment Trust Agreement of the railroad cars used or intended for use in connection with interstate commerce as follows:

1. Three (3) executed counterparts of a Bill of Sale and Assignment dated December 31, 1986, from First National Bank of Fort Worth, as Trustee, to Richmond Leasing Company; and

2. Three (3) executed counterparts of a Release of Equipment Trust Agreement dated as of December 31, 1986, executed by First National Bank of Fort Worth, as Trustee.

The address of Richmond Leasing Company is 1700 West Loop South, Suite 1500, Houston, Texas 77027, and the address of First National Bank of Fort Worth is One Burnett Plaza, Fort Worth, Texas 76010.

The Bill of Sale and Assignment and the Release of Equipment Trust Agreement have been executed in connection with an Equipment Trust Agreement dated March 1, 1974, as supplemented and filed with the Interstate Commerce Commission on May 31, 1974, and which has been assigned the following recordation number: 7445-D.

The equipment covered by the Bill of Sale and Assignment and the equipment released from the Equipment Trust Agreement is described in Exhibit A hereto.

Secretary
Interstate Commerce Commission
January 9, 1987
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Enclosed is a check to cover the recordation fee. Please return one executed copy of the enclosed material to the undersigned.

Very truly yours,

RICHMOND LEASING COMPANY

A handwritten signature in cursive script, appearing to read "Lewis E. Ball, II".

Lewis E. Ball, II
Vice President - Finance

LEB:lc

RECORDED 10. 74464 Filed & Recorded

JUL 1 1974 10 30 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT, dated as of June 15, 1974, among The Western Pacific Railroad Company (hereinafter called the Railroad), PACCAR INC (hereinafter called the Builder), Wells Fargo Bank, National Association, as trustee (hereinafter called the Vendee), and United States Trust Company, as agent (hereinafter called the Assignee).

WHEREAS the Railroad, the Vendee and the Builder have entered into a Conditional Sale Agreement dated as of February 1, 1974 (hereinafter called the Conditional Sale Agreement);

WHEREAS the Builder and the Assignee have entered into an Agreement and Assignment dated as of February 1, 1974 (hereinafter called the Assignment);

WHEREAS the Conditional Sale Agreement and the Assignment were filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on March 26, 1974, at 9:55 a.m., and were assigned recordation number 7446; and

WHEREAS the parties hereto now desire to amend the Conditional Sale Agreement;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto

hereby agree as follows:

1. The date "October 1, 1974" is hereby substituted for the date "June 30, 1974" set forth in Item 7 of Annex A to the Conditional Sale Agreement.

2. The Assignment is hereby amended to permit the aforesaid amendment to the Conditional Sale Agreement as though originally set forth therein.


3. The Railroad will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of Article 19 of the Conditional Sale Agreement.

4. Except as amended hereby, the Conditional Sale Agreement and the Assignment shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

THE WESTERN PACIFIC RAILROAD COMPANY,

by


Vice President — Finance

[Corporate Seal]

Attest:


Assistant Secretary

PACCAR, INC

[Corporate Seal]

by

James Blough
Senior Vice President

Attest:

H. M. Carpenter
Assistant Secretary

WELLS FARGO BANK, NATIONAL ASSOCIATION
as trustee

by

J. M. [Signature]
~~Vice President~~
TRUST OFFICER

Attest:

[Signature]
Assistant Secretary

UNITED STATES TRUST COMPANY OF NEW
YORK,
as agent,

by

Malcolm [Signature]
Vice President


[Corporate Seal]

Attest:

Diane B. Scocca
Assistant Secretary

STATE OF WASHINGTON)
) ss
COUNTY OF KING)

On this 24th day of June, 1974, before me personally appeared Jack A. Chantrey, to me personally known, who being by me duly sworn, says that he is Senior Vice President of PACCAR Inc, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

(Notarial Seal)

*Notary Public in and for the State
of Washington residing at Renton.*

My Commission expires

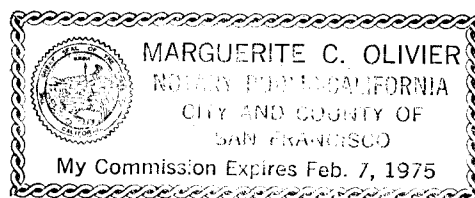
July 1, 1977

STATE OF CALIFORNIA ,)
) ss.:
CITY AND COUNTY OF SAN FRANCISCO,)

On this 28th day of JUNE 1974, before me personally appeared F.R. Rico, to me personally known, who being by me duly sworn, says that he is ~~Vice President~~ ^{TRUST OFFICER} ~~agent~~ of WELLS FARGO BANK, NATIONAL ASSOCIATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Marguerite C. Olivier
Notary Public

[Notarial Stamp]



STATE OF NEW YORK ,)
) ss.:
COUNTY OF NEW YORK,)

On this *21* day of *JUNE* 1974, before me personally appeared **MALCOLM J. HOOD**, to me personally known, who being by me duly sworn, says that he is Vice President of UNITED STATES TRUST COMPANY OF NEW YORK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation



Notary Public

THOMAS B. ZAKRZEWSKI
Notary Public, State of New York
No. 24-9820331
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1976

[Notarial Seal]

STATE OF CALIFORNIA ,)
) ss.:
CITY AND COUNTY OF SAN FRANCISCO,)

On this 28th day of JUNE 1974, before me personally appeared F.R. Rico, to me personally known, who being by me duly sworn, says that he is ~~vice president~~ ^{TRUST OFFICER} of WELLS FARGO BANK, NATIONAL ASSOCIATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Marguerite C. Olivier
Notary Public

[Notarial Stamp]

